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DESO TO COUNTY, MS
W.E. DAVIS, CH CLERK

**This instrument prepared by
and return to:**

* Clayton C. Purdom, Esq.
Martin, Tate, Morrow & Marston, P.C.
6410 Poplar, Suite 1000
Memphis, Tennessee 38119
Phone Number: 901-522-9000
(MS Bar #102434)

GENERAL WARRANTY DEED
(CTW Medical, LLC)

Grantor's Name and Mailing Address:

Allen D. Cole, Jr.
2100 Green Village Cove
Hernando, MS 38632
(662) 429-8150

N/A

Grantee's Name and Mailing Address:

CTW Medical, LLC, a Delaware
limited liability company
3414 Highway 51 South
Hernando, MS 38632

662) 429-5791

Legal Description or Indexing Instructions:

the Northeast Quarter of
BEING A PORTION OF SECTION TWENTY-FOUR (24), TOWNSHIP THREE (3) SOUTH,
RANGE EIGHT (8) WEST, DESOTO COUNTY, MISSISSIPPI.

GENERAL WARRANTY DEED
(CTW Medical, LLC)

THIS INDENTURE, made and entered into this 31 day of December, 2009, by and between ALLEN D. COLE, JR. (also being known as Allen Dale Cole, Jr.) and joined in hereby by STEPHANIE A. COLE, wife of Allen D. Cole, Jr., for the purpose of relinquishing any and all right, title and interest she may have in and to the said property by virtue of her marriage to Allen D. Cole, Jr. (collectively, the "**Grantor**"), and CTW MEDICAL, LLC, a Delaware limited liability company ("**Grantee**");.

WITNESSETH:

For and in consideration of TEN AND NO/100 DOLLARS (\$10.00) cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee that certain real property situated and being in the County of DeSoto, Mississippi (the "**Property**") as more particularly described on **Exhibit "A"** attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in anyway appertaining unto Grantee, its successors and assigns, in fee simple forever.

And Grantor does hereby covenant with Grantee that Grantor is lawfully seized in fee of the Property; that Grantor has a good right to sell and convey the same; that the same is unencumbered, except for subdivision restrictions, building lines and easements of record in Plat Book 98, Page 36 and rights of way and easements for public roads and public utilities of record in Book 608, Page 65, Book 486, Page 617, Book 482, Page 622 and Book 259, Page 754, all in the Chancery Clerk's Office of DeSoto County, Mississippi; and except for 2010 City of Hernando taxes and 2010 DeSoto County taxes not yet due and payable; and I do further covenant and bind myself and my heirs, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

[SIGNATURE AND ACKNOWLEDGMENT PAGE FOLLOWS]

GENERAL WARRANTY DEED
(CTW Medical, LLC)

IN WITNESS WHEREOF, Grantor has duly executed and delivered this instrument the day and year first above written.

GRANTOR:

Allen D. Cole, Jr.
ALLEN D. COLE, JR.
Stephanie A. Cole
STEPHANIE A. COLE

STATE OF Tennessee
COUNTY OF Shelby

Personally appeared before me, a Notary Public in and for said State and County aforesaid, duly commissioned and qualified, ALLEN D. COLE, JR., the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

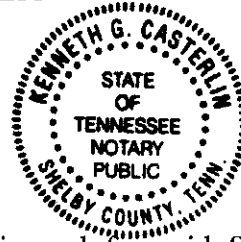
WITNESS my hand and notarial seal at office this 25th day of December, 2009.

Kenneth G. Casterlin
NOTARY PUBLIC

My commission expires:

[affix seal]

STATE OF Tennessee
COUNTY OF Shelby



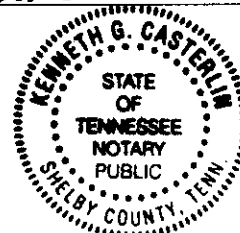
Personally appeared before me, a Notary Public in and for said State and County aforesaid, duly commissioned and qualified, STEPHANIE A. COLE, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and notarial seal at office this 25th day of December, 2009.

Kenneth G. Casterlin
NOTARY PUBLIC

My commission expires:

[affix seal]



GENERAL WARRANTY DEED
(CTW Medical, LLC)

EXHIBIT "A" - LEGAL DESCRIPTION

Parcel I:

Description of a 5.68 acre lot in part of the Northeast Quarter of Section 24, Township 3 South, Range 8 West, City of Hernando, in DeSoto County, Mississippi:

Commencing at the northeast corner of the Cole tract, said point being a point in the west right-of-way of Old Highway 51 (50' wide) and being a point 25 feet west of and 534.0 feet north of the southeast corner of the northeast quarter of Section 24, Township 3 South, Range 8 West, thence N 02 degrees 41 minutes 0 seconds East along the said west right-of-way line of Old Highway 51 a distance of 527.95 feet to a point in the center of a drainage ditch, said point being the point of beginning; thence S 58 degrees 02 minutes 4 seconds West along the center of said drainage ditch a distance of 610.89 feet to a point in the east right-of-way line of Highway 51 (100' wide); thence N 23 degrees 10 minutes 00 seconds West along said east right-of-way line a distance of 93.52 feet to a point; thence continuing along said east right-of-way line N 24 degrees 27 minutes 00 seconds West a distance of 347.50 feet to the southwest corner of the DeSoto County lot; thence N 68 degrees 14 minutes 00 seconds East a distance of 422.00 feet to a point; thence N 82 degrees 39 minutes 00 seconds East a distance of 322.60 feet to the southeast corner of the DeSoto County lot, said point being in the west right-of-way line of Old Highway 51; thence S 02 degrees 41 minutes 00 seconds West along said west right-of-way line of Old Highway 51 a distance of 277.00 feet to the point of beginning and containing 5.68 acres.

Parcel II:

Description of a 4.7 acre lot in part of the Northeast Quarter of Section 24, Township 3 South, Range 8 West, City of Hernando, in DeSoto County, Mississippi:

Beginning at a point on the west right-of-way of Old Highway 51 (50 feet wide), said point being 534.0 feet north of and 25 feet west of the southeast corner of the northeast quarter of Section 24, Township 3 South, Range 8 West, said point being the southeast corner of the Cole original 10.38 acre tract; thence along the south side of an existing ditch the following calls: north 77 degrees 10 minutes west 71.4 feet to a point; thence south 49 degrees 08 minutes west 100 feet to a point; thence south 58 degrees 04 minutes west 70.9 feet to a point; thence south 78 degrees 46 minutes west 32 feet to a point; thence south 10 degrees 00 minutes west 49.4 feet to a point; thence south 52 degrees 00 minutes west 65 feet to a point; thence south 62 degrees 53 minutes west 42.4 feet to a point in the east right-of-way of Highway 51 and the southwest corner of the original Cole 10.38 acre tract; thence north 20 degrees 30 minutes west 284.0 feet to a point on said right of way; thence north 23 degrees 10 minutes west 151.48 feet along said right of way to the southwest corner of a 5.68 acre tract of the Cole 10.38 acre tract; thence north 58 degrees 02 minutes east 610.89 feet to the southeast corner of said 5.68 acre tract; thence south 527.95 feet along the old highway 51 right-of-way to the point of beginning and containing 4.70 acres more or less.